

6095-N
JAN 30 1989 11 35 AM
INTERSTATE COMMERCE COMMISSION

United States
Lease Financing, Inc.

US

733 Front Street
San Francisco, California 94111
(415) 627-9276
Fax: (415) 398-7029

January 27, 1989

Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Attention: Mrs. Mildred Lee, Room 2303

9-020A050
No.
Date JAN 30 1989
Fee \$ 13.00
ICC Washington, D.C.

Dear Mrs. Lee:

Enclosed for recordation under provisions of Section 11303 (formerly 20C) of the Interstate Commerce Act and the regulations promulgated thereunder, as amended, is the original and three counterparts of a final Release of an Agreement and Assignment dated as of March 1, 1971 of a Conditional Sale Agreement dated as of March 1, 1971. The Conditional Sale Agreement and Amendments thereto were recorded with the Interstate Commerce Commission on April 7, 1971 and assigned ICC Recordation Numbers 6095 and 6095-B and the Assignment thereto was filed with the Interstate Commerce Commission on May 17, 1971 and assigned ICC Recordation Number 6095-D.

The names and addresses of the parties to the enclosed are:

AGENT AND ASSIGNEE: Bank of America, N.T. & S.A.
345 Montgomery Street
San Francisco, CA 94104

MANUFACTURERS: The Chessie Corporation
2800 Terminal Tower
Cleveland, OH 44101

International RAMCO
835 Englewood Avenue
Buffalo, NY 14223

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This is a partial release only releasing the obligations under the Agreement and Assignment and the Conditional Sale Agreement. The Equipment Lease dated as of March 1, 1971 filed with the Interstate Commerce Commission on April 7, 1971 and assigned Recordation No. 6095-A and any Amendments thereto remain in effect.

The undersigned is knowledgeable of the matters set forth herein.

Enclosed is a remittance in the amount of \$13.00 covering the required recording fee.

Please return three recorded copies to my attention.

Very truly yours,


Walter J. Michael
Treasurer

415/627-9283

WJM/jr
Encl.

12095N
RECORDED 12095N

JAN 30 1989 11 35 AM

INTERSTATE COMMERCE COMMISSION
U.S. DEPARTMENT OF TRANSPORTATION

RELEASE OF SECURITY INTEREST

(C & O Trust No. 3)

WHEREAS, the undersigned, BANK OF AMERICA, N.A. and S.A. (the "Assignee") is the holder of a Security Interest in certain Railroad Equipment (the "Equipment") pursuant to an Agreement and Assignment (the "Assignment") dated as of March 1, 1971 among THE CHESSIE CORPORATION and INTERNATIONAL RAMCO, INC. (collectively the "Manufacturers") with the Assignee acting as Agent and Assignee under a Finance Agreement dated as of March 1, 1971; and

WHEREAS, the Manufacturers, D.E. Mundell and Ben Maushardt, not individually, but solely as Trustees (the "Trustees"), United States Leasing International, Inc., as Agent for the Trustees and CSX Transportation, Inc. (successor by merger with CHESAPEAKE AND OHIO RAILWAY COMPANY on September 2, 1977) (the "Railroad"), Railroad entered into a Conditional Sale Agreement dated as of March 1, 1971, (the "Agreement"); and

WHEREAS, pursuant to the Assignment, and except as so limited therein, all rights, title, interest, power privileges and remedies of the Manufacturers in and to the Conditional Sale Agreement and the Equipment described therein were assigned to the Assignee; and

WHEREAS, the Conditional Sale Agreement and Amendments thereto were recorded with the Interstate Commerce Commission on April 7, 1971 and May 17, 1971, respectively and assigned ICC Recordation Numbers 6095 and 6095-B, and the Assignment thereto was filed with the Interstate Commerce Commission on May 17, 1971 and assigned ICC Recordation Number 6095-D; and

WHEREAS, on or about January 1, 1989 final payment was made to the Assignee for the balances outstanding on the Certificates of Interest issued by Assignee which satisfies the obligations under the Conditional Sale Agreement and the Agreement and Assignment; now

WHEREFORE, for good and valuable consideration the undersigned acknowledges payment in full of the Certificates of Interest and does further hereby release its security interest and all its right, title and interest in and to the equipment which was the security for payment of the Certificates of Interest.

Dated: JANUARY 20, 1989

BANK OF AMERICAN, N.A. & S.A.
As Agent and Assignee:

(CORPORATE SEAL)

By: Ayan's Catana
Its Senior Trust Officer

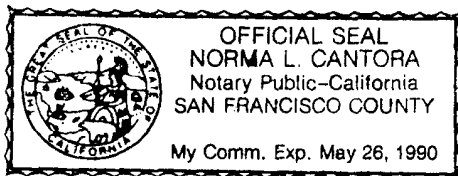
CORPORATE FORM OF ACKNOWLEDGEMENT

State of California)
County of San Francisco)

ss:

On this 20th day of January, 1989, before me personally appeared Agazio Catania, to me personally known, who being by me sworn, says that he is Senior Trust officer of Bank of America, that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Norma L. Cantora
Notary Public



(SEAL)

My commission expires: May 26, 1990

6095-N

JAN 30 1989 11 35 AM

INTERSTATE COMMERCE COMMISSION

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(C & O Trust No. 3)

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WHEREAS, the Manufacturers, D.E. Mundell and Ben Maushardt, not individually, but solely as Trustees (the "Trustees"), United States Leasing International, Inc., as Agent for the Trustees and CSX Transportation, Inc. (successor by merger with CHESAPEAKE AND OHIO RAILWAY COMPANY on September 2, 1977) (the "Railroad"), Railroad entered into a Conditional Sale Agreement dated as of March 1, 1971, (the "Agreement"); and

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WHEREFORE, for good and valuable consideration the undersigned acknowledges payment in full of the Certificates of Interest and does further hereby release its security interest and all its right, title and interest in and to the equipment which was the security for payment of the Certificates of Interest.

Dated: January 20, 1989

BANK OF AMERICAN, N.A. & S.A.
As Agent and Assignee

(CORPORATE SEAL)

By:

Its

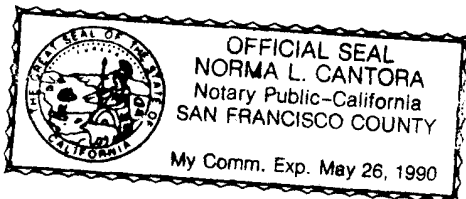
R. J. C. C. C.
Senior Trust Officer

CORPORATE FORM OF ACKNOWLEDGEMENT

State of California)
County of San Francisco ss:

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Norma L. Cantora
Notary Public



(SEAL)

My commission expires: May 26, 1990

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Walter J. Michael
United States Lease Financing, Inc.
733 Front Street
San Francisco, Ca. 94111

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on Jan. 30, 89 at 11:35am, and assigned recordation number(s). 6095-N and 9109-A

Sincerely yours,

Neville L. McGee

Secretary

Enclosure(s)